

**EXHIBIT A TO THE FINAL FEE APPLICATION  
OF WOLLMUTH MAHER & DEUTSCH LLP FOR THE  
PERIOD SEPTEMBER 9, 2010 THROUGH MARCH 6, 2012**

**UNITED STATES BANKRUPTCY COURT  
 SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:	<b>Chapter 11 Case No.</b>
	:	
<b>LEHMAN BROTHERS HOLDINGS INC., et al.,</b>	:	<b>08-13555 (JMP)</b>
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	
<hr/>		<b>X</b>

**ORDER PURSUANT TO SECTIONS 327(e) AND 330  
 OF THE BANKRUPTCY CODE AND RULE 2014 OF THE  
 FEDERAL RULES OF BANKRUPTCY PROCEDURE AUTHORIZING  
 THE EMPLOYMENT AND RETENTION OF WOLLMUTH MAHER &  
 DEUTSCH LLP AS SPECIAL COUNSEL, *NUNC PRO TUNC* TO SEPTEMBER 9, 2010**

Upon consideration of the application, dated October 1, 2010 (the “Application”),<sup>1</sup> of Lehman Brothers Holdings Inc. and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (together, the “Debtors”), pursuant to sections 327(e) and 330 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) for authorization to employ and retain Wollmuth Maher & Deutsch LLP (“Wollmuth”) as special counsel to the Debtors, *nunc pro tunc* to September 9, 2010, with respect to the Representative Matters and as more fully described in the Application; and upon the Affidavit of Paul R. DeFilippo (the “DeFilippo Affidavit”), a partner at Wollmuth, which was filed in support of the Application; and the Court being satisfied, based on the representations made in the Application and the Affidavit, that, except as provided therein, Wollmuth represents no interest adverse to the Debtors or the Debtors’ estates with respect to the matters upon which it is to be engaged, under section 327 of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and the Court

<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided in accordance with the procedures set forth in the second amended order entered on June 17, 2010 governing case management and administrative procedures for these cases [Docket No. 9635] on (i) the United States Trustee for the Southern District of New York; (ii) the attorneys for the Official Committee of Unsecured Creditors; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; (vi) Wollmuth; and (vii) all parties who have requested notice in these chapter 11 cases, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Application is in the best interests of the Debtors, their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is

ORDERED that the Application is granted; and it is further

ORDERED that pursuant to section 327(e) of the Bankruptcy Code, the Debtors are hereby authorized to employ and retain Wollmuth as special counsel to the Debtors, effective *nunc pro tunc* to September 9, 2010 for the Representative Matters identified in the Application and in accordance with Wollmuth's customary rates in effect from time to time and its disbursement policies; and it is further

ORDERED that Wollmuth shall apply for compensation and reimbursement of expenses in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable Bankruptcy Rules, the Local Rules and orders of the Court, guidelines established by the U.S. Trustee, and such other procedures that have been or may be fixed by order of this Court, including but not limited to the Court's Third Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals [Docket No. 4165] and the Court's Order Appointing a Fee Committee and Approving a Fee Protocol [Docket No. 3651].

Dated: New York, New York  
October 28, 2010

s/ James M. Peck  
Honorable James M. Peck  
United States Bankruptcy Judge